

In re: Barneys New York, Inc., *et al.*
Debtors

Case No. 19-36300 (CGM)
Reporting Period: September 1 – October 5, 2019
Federal Tax I.D. # 13-4040818

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS
AND DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS**

On August 6, 2019 (the “**Petition Date**”), Barneys New York, Inc. and 4 of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**,” the “**Company**”)¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) under the caption Barneys New York, Inc., *et al.*, Case No. 19-36300 (CGM) (S.D.N.Y.), pursuant to an order entered by the Bankruptcy Court on August 7, 2019 [ECF No. 41]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

The following notes, statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

1. **Basis of Presentation.** The Debtors are filing their consolidated monthly operating report (the “**MOR**”) solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee for the Southern District of New York (the “**U.S. Trustee**”). The MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.

This MOR has not been prepared in accordance with accounting principles generally accepted in the United States of America (“**U.S. GAAP**”) and does not include all of the information and footnotes required by U.S. GAAP. Therefore, there can be no assurance that the consolidated financial information presented herein is complete, and readers are strongly cautioned not to place undue reliance on the MOR.

The information furnished in this report includes primarily normal recurring adjustments but does not include all the adjustments that would typically be made for the quarterly and annual consolidated financial statements to be in accordance with U.S. GAAP.

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (0818); Barney’s, Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 575 Fifth Avenue, New York, New York 10017.

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Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of their quarterly and annual consolidated financial information in accordance with U.S. GAAP. Accordingly, upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material.

In future periods, any changes to prior period balances will be reflected in the current month's MOR.

The results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of the Debtors in the future.

2. **Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.
3. **Consolidated Entity Accounts Payable and Disbursements Systems.** Cash was received and disbursed by the Debtors as described in the *Motion of Debtors for Authority to (A) Continue Using Existing Cash Management System, (B) Honor certain prepetition obligations related thereto, (C) Maintain existing business forms and (D) Continue to perform intercompany transactions* (the "**Cash Management Motion**") to the extent approved in the order granting the Cash Management Motion on a final basis (the "**Final Cash Management Order**") [ECF No. 47].
4. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Debtor-in-Possession Financing.** On September 5, 2019, the Debtors received authorization from the Bankruptcy Court to access their \$217 million Debtor-in-Possession Facility on a final basis pursuant to the *Final Order (A) Authorizing Debtors and Debtors In Possession to Obtain Junior Lien Postpetition Financing, (B) Authorizing Use of Cash Collateral, (C) Granting Liens And Superpriority Claims, (D) Granting Adequate Protection to Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief* [ECF No. 222] (the "**Final DIP Order**"). Please see the DIP Orders for additional detail.

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6. **Payment of Pre-Petition Claims Pursuant to Court Orders.** Within the first two days of the Debtors' chapter 11 cases, the Bankruptcy Court entered orders (the "**First Day Orders**") authorizing, but not directing, the Debtors to pay, on an interim basis, certain pre-petition (a) claims of critical vendors, shippers, warehousemen, other lien claimants, and foreign creditors; (b) taxes; (c) employee wages, salaries and other compensation and benefits; and (d) obligations related to the use of the Debtors' cash management system, among other things. On September 4, 2019 the Bankruptcy Court approved the relief requested in connection with the First Day Orders on a final basis, except for the Final Critical Vendors Order, which was entered on September 5, 2019. To the extent any payments were made on account of such claims or obligations following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.
7. **Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.
8. **Specific MOR Disclosures.**
 - a. **Notes to MOR-1c:** All amounts listed are the bank balances as of the date in the respective footnote on MOR 1-c. The Debtors have, on a timely basis, performed bank account reconciliations in the ordinary course of business. Due to the level of detailed records, copies of the bank account statements and reconciliations are available upon request in writing to bankruptcy counsel for the Debtors.
 - b. **Notes to MOR-1d:** This MOR lists the professional fees paid during this reporting period to Restructuring Professionals retained by the Debtors in these chapter 11 cases. Restructuring Professionals included in this schedule are those professionals retained under Bankruptcy Code section 327.
 - c. **Notes to MOR-2 & MOR-3:** The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending on Bankruptcy Court actions, payments pursuant to Bankruptcy Court orders, further developments with respect to, among other things, the reconciliation and adjudication of claims, determinations of the secured status of certain claims, the value of any collateral securing such claims, rejection of executory contracts, or other events.
 - d. **Notes to MOR-4a:** For status of post-petition tax payments, see disclosures as noted on MOR-4a. Due to the size and detail of such records, (i) copies of IRS Form 6123 or payment receipts; (ii) copies of tax returns filed during the reporting period; and (iii) a taxes aging schedule will be made available upon reasonable request in writing to bankruptcy counsel for the Debtors.

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- e. **Notes to MOR-5:** In the circumstance where the MOR requires information regarding “insiders,” the Debtors have included information with respect to the individuals who the Debtors believe may be included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities. The listing of a party as an insider for purposes of the MOR is not intended to be, nor should it be, construed as an admission of any fact, right, claim, or defense and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the MOR has been included for informational purposes only and such information may not be used for: (1) the purposes of determining (a) control of the Debtors; (b) the extent to which any individual exercised management responsibilities or functions; (c) corporate decision-making authority over the Debtors; or (d) whether such individual could successfully argue that he or she is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (2) any other purpose.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORKIn re: **BARNEYS NEW YORK, INC., et al.**

Debtors

Case No. **19-36300 (CGM)**Reporting Period: **9/1/19 - 10/5/19**Federal Tax I.D. No. **13-4040818****CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts	<u>MOR-1a</u>	X	
Schedule of Cash Disbursements	<u>MOR-1b & 1b.1</u>	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<u>MOR-1c</u>	X	
Copies of bank statements			Available Upon Request
Cash disbursements journals			Available Upon Request
Schedule of Retained Restructuring Professionals Fees	<u>MOR-1d</u>	X	
Statement of Operations	<u>MOR-2</u>	X	
Balance Sheet	<u>MOR-3</u>	X	
Status of Post-petition Taxes	<u>MOR-4a</u>	X	
Copies of IRS Form 6123 or payment receipt			Available Upon Request
Copies of tax returns filed during reporting period			Available Upon Request
Summary of Unpaid Post-petition Debts	<u>MOR-4b</u>	X	
Listing of Aged Accounts Payable			Available Upon Request
Accounts Receivable Reconciliation and Aging	<u>MOR-4c</u>	X	
Payments to Insiders	<u>MOR-5</u>	X	
Post Petition Status of Secured Notes	<u>MOR-6</u>	X	
Debtor Questionnaire	<u>MOR-7</u>	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Mohsin Y. Meghji

Signature of Authorized Individual

10/15/19

Date

Mohsin Y. Meghji

Printed Name of Authorized Individual

Chief Restructuring Officer

Title of Authorized Individual

In re: BARNEYS NEW YORK, INC., *et al.*
(Jointly Administered)

Case No. 19-36300 (CGM)
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NOTES TO MONTHLY OPERATING REPORT

The Monthly Operating Report (“**MOR**”) includes activity for the following Debtors:

#	DEBTOR ENTITY NAME	FILING DATE	BANKRUPTCY CASE NUMBER	COMPLETE EIN OR OTHER TAXPAYER I.D.
1.	BARNEYS NEW YORK, INC.	8/6/19	19-36300	13-4040818
2.	BARNEY'S, INC.	8/6/19	19-36299	13-4942980
3.	BNY CATERING, INC.	8/6/19	19-36301	47-5494434
4.	BNY LICENSING CORP.	8/6/19	19-36302	22-3024177
5.	BARNEYS ASIA CO. LLC	8/6/19	19-36303	13-4040819

In re: BARNEYS NEW YORK, INC., *et al.*Case No. 19-36300 (CGM)

(Jointly Administered)

Reporting Period: 9/1/19 - 10/5/19

MOR-1a

Federal Tax I.D. No. 13-4040818

(in US Dollars)

(Unaudited)

SCHEDULE OF RECEIPTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH RECEIPTS (a)
1.	BARNEYS NEW YORK, INC.	19-36300	-
2.	BARNEY'S, INC.	19-36299	69,512,717
3.	BNY CATERING, INC.	19-36301	-
4.	BNY LICENSING CORP.	19-36302	-
5.	BARNEYS ASIA CO. LLC	19-36303	-
	TOTAL		\$69,512,717

Footnote:

- (a) The net cash receipts represent cash received by each Debtor's assigned bank account excluding "flow through" disbursements from other accounts controlled by the same Debtor.

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-1b

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)Reporting Period: 9/1/19 - 10/5/19Federal Tax I.D. No. 13-4040818**SCHEDULE OF DISBURSEMENTS**

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH DISBURSEMENTS (a)	PLUS: DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
1.	BARNEYS NEW YORK, INC.	19-36300	-	-	-
2.	BARNEY'S, INC.	19-36299	65,885,190	-	65,885,190
3.	BNY CATERING, INC.	19-36301	-	-	-
4.	BNY LICENSING CORP.	19-36302	-	-	-
5.	BARNEYS ASIA CO. LLC	19-36303	-	-	-
	TOTAL		\$65,885,190	-	\$65,885,190

Footnote:

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made. "Flow through" disbursements transmitted between accounts owned by the Debtors are excluded.

In re: BARNEYS NEW YORK, INC., *et al.*

Case No.

Case No. 19-36300 (CGM)

(Jointly Administered)

Reporting Period:

Reporting Period: 9/1/19 - 10/5/19

MOR-1b.1

Federal Tax I.D. No.

Federal Tax I.D. No. 13-4040818

(in US Dollars)

(Unaudited)

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	Q3'19		
			TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	QTD TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
			AUG. 6-AUG. 31, 2019	SEP. 1-OCT. 4, 2019	AUG. 6-OCT. 4, 2019
1.	BARNEYS NEW YORK, INC.	19-36300	-	-	-
2.	BARNEY'S, INC.	19-36299	73,595,934	65,885,190	139,481,124
3.	BNY CATERING, INC.	19-36301	-	-	-
4.	BNY LICENSING CORP.	19-36302	-	-	-
5.	BARNEYS ASIA CO. LLC	19-36303	-	-	-
	Total		\$73,595,934	\$65,885,190	\$139,481,124

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)Reporting Period: 9/1/19 - 10/5/19Federal Tax I.D. No. 13-4040818**BANK ACCOUNT INFORMATION (a)**

#	LEGAL ENTITY	CASE NUMBER	BANK	LAST 4 DIGITS ACCOUNT #	BANK BALANCE
1.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	6849	-
2.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7841	-
3.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7159	50,048
4.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7183	240,767
5.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7209	90,000
6.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	5232	-
7.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	2151	-
8.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	2166	-
9.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7167	13,552,351
10.	BARNEY'S, INC.	19-36299	Bank of Hawaii	9906	37,881

Footnote:

(a) The bank statements are for the period from 9/1/19 to 10/4/19.

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-1d

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)

Reporting Period: 9/1/19 - 10/5/19

Federal Tax I.D. No. 13-4040818

SCHEDULE OF RETAINED RESTRUCTURING PROFESSIONAL FEE DISBURSEMENTS & US TRUSTEE FEES

PROFESSIONAL	AMOUNT PAID DURING THE REPORTING PERIOD	CUMULATIVE (a)
<i>Estate Professionals</i>		
Houlihan Lokey	-	\$750,000
Stretto	278,936	278,936
Total Retained Professionals	\$278,936	\$1,028,936

Footnote:

(a) Represents payments made since the Petition Date.

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-2

(Unaudited)

Case No. 19-36300 (CGM)Reporting Period: 9/1/19 - 10/5/19Federal Tax I.D. No. 13-4040818**STATEMENT OF OPERATIONS**

Condensed & Consolidated Income Statement

**Reporting
Period Ended
Oct. 5, 2019**
(in thousands)

Net revenues	\$52,895
Cost of sales	<u>29,873</u>
Gross profit	23,021
Gross profit %	43.5%
Expenses	
Selling, general and administrative expenses	25,781
Depreciation	2,536
Amortization of intangibles	332
Other (income)/expense	1,273
Operating (loss) income	<u>(6,901)</u>
Interest and financing costs, net of interest income	<u>1,672</u>
(Loss) income before income taxes	<u>(8,572)</u>
(Benefit) provision for income taxes	<u>-</u>
Net (loss) income	<u><u>(\$8,572)</u></u>

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-3

(Unaudited)

Case No. 19-36300 (CGM)Reporting Period: 9/1/19 - 10/5/19Federal Tax I.D. No. 13-4040818**BALANCE SHEET**

Condensed & Consolidated Balance Sheet

As of

Oct. 5, 2019*(in thousands)***Assets**

Current assets:

Cash and cash equivalents	\$13,971
Receivables	12,523
Allowances for chargebacks	(716)
Inventory	190,127
Prepaid and other current assets	21,804
Total current assets	<u>237,709</u>

Fixed assets at cost, less accumulated depreciation
and amortization

97,518

Intangible assets, less accumulated amortization

101,390

Other assets (including deferred financing fees)

10,906**Total Assets**\$447,523**Liabilities and shareholders' equity**

Current liabilities:

Accounts payable	\$6,951
Accrued expenses and other current liabilities	13,153
Income tax payable	(104)
Short-term deferred revenue	215
Total current liabilities	<u>20,215</u>

Term Loan Facility

211,692

ABL Consignment Facility

29,456

Deferred taxes

28,136

Other long-term liabilities

33,592

Liabilities subject to compromise

104,668

Commitments and Contingencies

-

Shareholders' equity:

Common stock— 1,200,000 authorized;
outstanding 1,000,000 shares

100

Additional paid-in capital

300,600

Retained Earnings/(Deficit)

(280,936)

Total shareholders' equity

19,764

Total liabilities and shareholders' equity

\$447,523

In re: BARNEYS NEW YORK, INC., *et al.*

Debtors

MOR-4a, 4b, 4c

(in US Dollars)

Case No. 19-36300 (CGM)Reporting Period: 9/1/19 - 10/5/19Federal Tax I.D. No. 13-4040818**MOR-4a: STATUS OF POST-PETITION TAXES**

Subject: Monthly Operating Report Attestation Regarding Post-Petition Taxes

The Debtors, Barneys New York, Inc., *et al.*, hereby submit this attestation regarding post-petition taxes.

All post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, are current. There are no material post-petition tax disputes or reconciliations.

/s/ Mohsin Y. Meghji

Mohsin Y. Meghji

Chief Restructuring Officer

Barneys New York, Inc., *et al.***MOR-4b: SUMMARY OF UNPAID POST-PETITION VENDOR PAYABLES**

		NUMBER OF DAYS PAST DUE				
DESCRIPTION	CURRENT	1-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	TOTAL
Combined	\$2,336,075	\$4,463,230	\$146,061	\$5,881	-	\$6,951,247

MOR-4c: ACCOUNTS RECEIVABLE AGING

DESCRIPTION	CURRENT	1-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	TOTAL
Accounts Receivable, Net	\$11,807,033	-	-	-	-	\$11,807,033

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-5

(in US Dollars)

Case No. 19-36300 (CGM)

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PAYMENTS TO INSIDERS

INSIDER PAYMENT SUMMARY (FOR THIS PERIOD ONLY)	
DESCRIPTION	AMOUNT
Regular Earnings, Subject to Withholding	\$344,745

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-6

(in US Dollars)

Case No. 19-36300 (CGM)Reporting Period: 9/1/19 - 10/5/19Federal Tax I.D. No. 13-4040818**DIP FINANCING & ABL CONSIGNMENT FACILITY - As of October 5, 2019**

DESCRIPTION	BEGINNING BALANCE	ADDITIONAL DRAWS	PAYDOWNS	ENDING BALANCE
Debtor-in-Possession Facility	\$211,740,000	-	(\$48,483)	\$211,691,517
Consignment Facility	12,703,807	16,752,635	-	29,456,441
Total	\$224,443,807	\$16,752,635	(\$48,483)	\$241,147,958

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(Jointly Administered)

Case No. 19-36300 (CGM)
Reporting Period: 9/1/19 - 10/5/19
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MOR 7: DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No	Comments
1.	Have any assets been sold or transferred outside the normal course of business this reporting period?		X	
2.	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X	
3.	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X	
4.	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X	
5.	Is the Debtor delinquent in paying any insurance premium payment?		X	
6.	Have any payments been made on pre-petition liabilities this reporting period?	X		There were payments made on pre-petition liabilities in accordance with the first day motions approved by the court.
7.	Are any post petition receivables (accounts, notes or loans) due from related parties?		X	
8.	Are any post petition payroll taxes past due?		X	
9.	Are any post petition State or Federal income taxes past due?		X	
10.	Are any post petition real estate taxes past due?		X	
11.	Are any other post petition taxes past due?		X	
12.	Have any pre-petition taxes been paid during this reporting period?		X	
13.	Are any amounts owed to post petition creditors delinquent?	X		Amounts listed as more than 60 days past due were being reviewed with the payee and have been paid as of the date of filing this MOR.
14.	Are any wage payments past due?		X	
15.	Have any post petition loans been received by the Debtor from any party?		X	
16.	Is the Debtor delinquent in paying any U.S. Trustee fees?		X	
17.	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X	
18.	Have the owners or shareholders received any compensation outside of the normal course of business?		X	